

APPENDIX II

POS-1114

WORLD-WIDE ASSIGNMENT

In consideration of One Dollar and other good and valuable consideration, the receipt whereof is hereby acknowledged, we,

FRÉDÉRIC GUÉRIN, a Canadian citizen;
 LORENZO FERRARI, a Canadian citizen;
 JANET GAMLIN, a Canadian citizen;
 RICHARD PAZUR, a Canadian citizen;
 CARL WALTER VON HELLENS, an American citizen; and
 EZIO C. CAMPOMIZZI, a Canadian citizen;
 all c/o Bayer Inc., Sarnia, Ontario, Canada N7T 7M2,

do hereby sell, assign and transfer to BAYER INC., a Corporation duly incorporated under the laws of Canada, having its principal place of business at the City of Toronto, in the Province of Ontario, Canada MSW 1G6, its successors and assigns, all our rights, title and interest in and to our invention entitled


"HYDROGENATED NITRILE RUBBER COMPOSITES WITH IMPROVED
 PROCESABILITY"

in Canada and in and for all other countries of the world, for which an application was filed in Canada the 17th day of October, 2002 under application serial no. 2,409,429 and any nationalizations, improvements, additions or amendments thereon included in corresponding applications filed in any country.

We further undertake to execute without further consideration all lawful papers, all divisional, continuing and reissue applications, make all rightful oaths, and generally do everything possible to assist and enable the said BAYER INC., its successors, assigns and nominees, to obtain and enforce proper patent protection for the said invention.

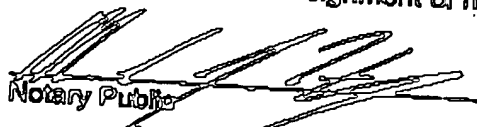
This indenture shall be binding upon and enure to the benefit of the heirs, executors, administrators, successors and assigns, respectively, of the parties hereto.

In witness whereof I have hereunto set my hand and seal this 14 day of August, 2003.


 Frédéric Guérin

BEFORE ME this 14 day of August, 2003, personally appeared
 FRÉDÉRIC GUÉRIN who acknowledged to me that he signed the above Assignment of his
 own free will and for the purposes therein set forth.

MARK JAMES HERSEY, a Notary Public,
 County of Lambton, being to the attention
 of his clients and the filing of affidavits for
 Bayer Inc. Expires July 23, 2006.


 Notary Public

-2-

POS-1114

In witness whereof I have hereunto set my hand and seal this 14 day of August, 2003.


Lorenzo Ferrari

BEFORE ME this 14 day of August, 2003, personally appeared LORENZO FERRARI who acknowledged to me that he signed the above Assignment of his own free will and for the purposes therein set forth.

MARK JAMES HERSEY, a Notary Public,
County of Lambton, limited to the attestation
of instruments and the taking of affidavits for
Bayer Inc. Expires July 23, 2008.


Notary Public

In witness whereof I have hereunto set my hand and seal this 20 day of August, 2003.


Janet Gamlin

BEFORE ME this 20th day of August, 2003, personally appeared JANET GAMLIN who acknowledged to me that she signed the above Assignment of her own free will and for the purposes therein set forth.

Notary Seal
Barbara S. Hall, Notary Public
Robinson Twp., Allegheny County
My Commission Expires Sept. 3, 2008
Member, Pennsylvania Association Of Notaries


Notary Public

In witness whereof I have hereunto set my hand and seal this 14th day of August, 2003.


Richard Pazur

BEFORE ME this 14 day of August, 2003, personally appeared RICHARD PAZUR who acknowledged to me that he signed the above Assignment of his own free will and for the purposes therein set forth.


Notary Public

MARK JAMES HERSEY, a Notary Public,
County of Lambton, limited to the attestation
of instruments and the taking of affidavits for
Bayer Inc. Expires July 23, 2008.

-3-

In witness whereof I have hereunto set my hand and seal this 12 day of Sept, 2003.


Carl Walter von Hellens

BEFORE ME this 12 day of September, 2003, personally appeared
CARL WALTER VON HELLENS who acknowledged to me that he signed the above
Assignment of his own free will and for the purposes therein set forth.

MARK JAMES HERSEY, a Notary Public,
County of Lambton, limited to the attestation
of instruments and the taking of affidavits for
Bayer Inc. Expires July 23, 2006.


Notary Public

In witness whereof I have hereunto set my hand and seal this 18 day of August, 2003.


Ezio C. Campomizzi

BEFORE ME this 18 day of August, 2003, personally appeared
EZIO C. CAMPOMIZZI who acknowledged to me that he signed the above Assignment of his
own free will and for the purposes therein set forth.


Notary Public

MARK JAMES HERSEY, a Notary Public,
County of Lambton, limited to the attestation
of instruments and the taking of affidavits for
Bayer Inc. Expires July 23, 2006.